IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 707 OF 2006

Allied Blenders And Distillers
Private Limited, Mumbai. ... Petitioner.

WITH

COMPANY PETITION NO. 708 OF 2006

BDA Private Limited. ... Petitioner.

WITH

COMPANY PETITION NO. 709 OF 2006

Chhabria Marketing Limited. ... Petitioner.

In the matter of Composite Scheme of Arrangement between Allied Blenders And Distillers Private Limited and BDA Private Limited and Chhabria Marketing Limited and their respective Shareholders.

Rajesh Shah i/b. Rajesh Shah & Co.
for the petitioner.

Mrs.K.V.Gautam, Dy Official Liquidator present.

C.J.Joy with N.D.Sharma i/b. Pankaj Kapoor
for the Regional Director.

CORAM: V.C.DAGA, J.

DATED: 23rd February 2007.

P.C.:

. Heard.

. Perused petitions.

2. This petitions are filed under sections 391 to 394 of the Companies Act, 1956 for approval of the composite scheme of arrangement of the merger of Allied Blenders And Distillers Private Limited ("first transferor company" for short) with Chhabria Marketing Limited ("transferee company" for short) and the demerger and transfer and vesting of the business of BDA Private Limited ("second transferor company" or "demerged company" for short) into Chhabria Marketing Limited on a going concern basis.

3. The learned Company Judge, vide order dated 11th August, 2006, dispensed with the necessity of convening and holding meeting of the equity share holders of the first transferor company in view of the consent given by all of its share holders.

4. So far as second transferor/demerged

company is concerned, the learned company Judge vide order dated 11th August, 2006 dispensed with the convening and holding of the meeting of the equity share holders in view of the consent given by all the share holders. In the meeting of the secured and unsecured creditors of the second transferor or demerged company held on 4th October 2006 all of them have also unanimously approved the said composite scheme of arrangement.

5. So far as transferee company is concerned, consent of all the share holders were produced, whereas there were no secured creditors. Meeting of the unsecured creditors of the transferee company also took place on 4th October, 2006, wherein the scheme was unanimously approved by them.

6. The learned counsel appearing for the Regional Director, Western Region, Ministry of Company Affairs has given no objection for accepting this scheme. Similarly, the Official Liquidator has also given her no objection and approval to the said scheme.

7. Having examined the scheme, the same conforms to the provisions of the Companies Act, 1956. In this view of the matter, the scheme of

arrangement reflected in Exh.-G to the petition is accepted and sanctioned. Accordingly, Company Petition Nos.707/2006 and 708/2006 are made absolute in terms of prayer clauses (a) to (j) and Company Petition No.709/2006 is made absolute in terms of prayer clauses (a) to (q) incorporated therein subject to furnishing undertakings by the petitioners within fifteen days that they would comply with the provisions of sections 21 and 94 to 97 of the Companies Act.

8. All the concerned including Registrar of Companies to act on the ordinary copy of this order and scheme annexed to the petition duly authenticated by the Company Registrar. Filing of drawn up order is dispensed with.

(V.C.DAGA, J.)